

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

---

**PROVIDENCE STEEL, INC., individually  
and on behalf of a class of persons similarly  
situated,**

**Plaintiff,**

**v.**

**THE UNION CENTRAL LIFE  
INSURANCE COMPANY,**

**Defendant.**

---

**CIVIL ACTION NO: 04-10440-NG**

**JOINT MOTION FOR PRELIMINARY APPROVAL OF CLASS ACTION  
SETTLEMENT, CONDITIONAL CERTIFICATION OF SETTLEMENT CLASS AND  
COMMENCEMENT OF SETTLEMENT APPROVAL PROCESS**

Now come the plaintiff, Providence Steel, Inc. (“Plaintiff”), and the defendant, The Union Central Life Insurance Company (“Defendant”), and, pursuant to the provisions of The Union Central Life Insurance Company Group Insurance Policyholders Settlement Agreement (“Settlement Agreement”), dated March 3, 2004, attached hereto as Exhibit 1, hereby move jointly for an Order, conditionally and for settlement purposes only:

(1) certifying a plaintiff class (“Settlement Class”) in conformance with the Settlement Agreement and defined as follows:

All employers, whether persons, partnerships, corporations or other entities, who or that:

(A) were policyholders of Group Insurance Policies that were insured and administered by The Union Central Life Insurance Company (“Union Central”) and/or Royal Maccabees Life Insurance Company, now known as Reassure America Life Insurance Company (“Royal”), at any time after January 1, 1999;

(B) paid premiums to Union Central and/or Royal at any time on or after January 1, 1999, that were not reduced to reflect the amount of benefits in effect based on the ages of the certificateholders; and

(C) were not credited with such overpaid premiums by Union Central and/or Royal in their next billing statement.

For purposes of the class definition, "Group Insurance Policies" shall mean those insurance policies that provided life insurance (basic or supplemental) and/or accidental death and dismemberment coverage for the policyholders' current and/or former employees, and contained age-based reductions of benefits clauses.

Specifically excluded from the Settlement Class are Federal Judges and magistrates and their immediate families, Union Central and Royal, any parent, subsidiary or affiliate of Union Central or Royal, any entity in which Union Central or Royal has a controlling interest, and Union Central's and Royal's officers, directors, employees and their immediate families.

Also excluded from the Settlement Class shall be any employers who or that submit a valid Request for Exclusion in accordance with the procedures set forth in the Settlement Agreement.<sup>1</sup>

(2) appointing Class Counsel and the Class Representative in conformance with the Settlement Agreement;

(3) granting preliminary approval to the proposed Settlement as described in the Settlement Agreement;

(4) directing notice to the Settlement Class of the proposed Settlement, the rights of Settlement Class members, and the date for the Court hearing on a request for final approval of the Settlement Agreement; and

(5) staying all proceedings in the above-captioned litigation against Settling Defendant until the Court renders a final decision regarding approval of the proposed Settlement and, if the Settlement is approved, enters a final judgment of dismissal in accordance with the Settlement Agreement.

---

<sup>1</sup> For purposes of this motion, all capitalized terms shall have the respective definitions set forth in the Settlement Agreement attached as Exhibit 1 hereto.

In order to allow sufficient time for notice to the Settlement Class, and for the members of such class to prepare and file comments or objections to the proposed Settlement (if any), Plaintiff and Defendant further request that such final hearing be held (if convenient to the Court) approximately one hundred and twenty (120) days after the allowance of this Joint Motion. A Proposed Order Preliminarily Approving Settlement is attached to this Joint Motion as Exhibit 2.

As grounds for this Joint Motion, Plaintiff and Defendant state they have reached agreement on a proposed settlement of the claims asserted by Plaintiff against Defendant, and that such proposed settlement is fair and reasonable and satisfies the requirements for approval under federal law.

As further grounds for this motion, Plaintiff submits herewith Plaintiff's Memorandum in Support of Joint Motion for Preliminary Approval of Class Action Settlement, Conditional Certification of Settlement Class and Commencement of Settlement Approval Process.

Respectfully submitted  
For the Plaintiff,

s/Fredric L. Ellis  
Fredric L. Ellis, BBO # 542075  
Edward D. Rapacki, BBO # 411910  
Joseph M. Makalusky, BBO # 631240  
ELLIS & RAPACKI LLP  
85 Merrimac Street, Suite 500  
Boston, MA 02114  
Tel: (617) 523-4800  
Fax: (617) 523-6901

Date: March 17, 2004

Respectfully submitted  
For the Defendant,

s/S. David McNeill  
S. David McNeill, Mich. Bar # P17544  
185 Oakland Ave., Suite 260  
Birmingham, MI 48009  
Tel: (248) 594-4984  
Fax: (248) 594-4987  
(*pro hac vice* pending)